



First Union Rail Corporation
NC5811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

December 17, 2001

RECORDATION NO. 23765-B FILED

VIA UPS 2ND DAY AIR

DEC 17 '01 2-31 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated January 1, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Commission on this date as Recordation Number 23765-B.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is (75) fully enclosed bi-level autoracks with end doors attached to the flatcars marked TTGX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Canadian National Railway Company, Lessee, covering (75) fully enclosed bi-level autoracks with end doors attached to the flatcars marked TTGX (see Exhibit A for car numbers).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (2) stamped originals of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulska
Susan Grokulska
Manager - Documents Administration

Enclosures

(CN062)

ASSGN. NO. CN062

MEMORANDUM OF LEASE – RIDER NO. 10

THIS MEMORANDUM OF LEASE (the “Memorandum of Lease”) is made and entered into as of January 1, 2000 by and between First Union Rail Corporation (“Lessor”), a North Carolina corporation, and Canadian National Railway Company (“Lessee”), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of June 16, 1994 (the “Lease”) and Rider No. 10 thereto dated as of January 1, 2000 the Lease (the “Rider”), whereby Lessor has agreed to lease to Lessee certain bi-level autoracks as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan A. Barrie

Title: Regional Vice President, Sales

Signature: *Susan A. Barrie*

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged her due execution of the foregoing Memorandum of Lease.

WITNESS my hand, this 7th day of November, 2001.

Genevieve Forcier
Attorney
TF 190024-8

RECORDATION NO. 23765-8 FILED :

DEC 17 '01 2-31 PM

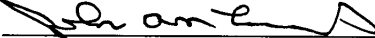
SURFACE TRANSPORTATION BOARD

LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY

Name: John A.N. Lamont

Title: Sr. Manager, Asset Finance

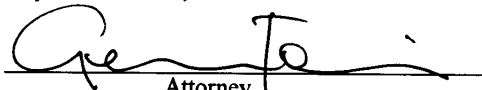
Signature: 

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that John A.N. Lamont personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand, this 7th day of November, 2001.



Attorney
#190021-8

RIDER NO. 10

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF AUTORACKS: Seventy five (75).

DESCRIPTION OF AUTORACKS: Fully enclosed bi-level autoracks with end doors
attached to the flatcars listed below:

TTGX 966174	TTGX 159265
TTGX 159163	TTGX 977259
TTGX 966172	TTGX 966167
TTGX 977102	TTGX 940644
TTGX 159732	TTGX 977144
TTGX 159410	TTGX 962297
TTGX 159246	TTGX 159155
TTGX 159494	TTGX 941084
TTGX 942188	TTGX 159473
TTGX 963006	TTGX 160295
TTGX 254713	TTGX 966182
TTGX 977164	TTGX 966180
TTGX 966176	TTGX 159535
TTGX 159658	TTGX 962240
TTGX 965219	TTGX 963256
TTGX 157945	TTGX 255793
TTGX 255665	TTGX 254021
TTGX 159258	TTGX 255611
TTGX 255337	TTGX 966179
TTGX 940391	TTGX 254004
TTGX 254451	TTGX 253937
TTGX 254017	TTGX 255819
TTGX 977100	TTGX 254437
TTGX 966191	TTGX 254488
TTGX 942079	TTGX 158667
TTGX 966183	TTGX 255592
TTGX 941722	TTGX 158677
TTGX 966192	TTGX 159091
TTGX 256074	TTGX 158619
TTGX 158199	TTGX 977172
TTGX 254834	
TTGX 966193	
TTGX 977276	
TTGX 159315	
TTGX 254680	
TTGX 962073	
TTGX 159216	
TTGX 966181	
TTGX 977227	
TTGX 977009	
TTGX 977119	
TTGX 977207	
TTGX 964267	
TTGX 977026	
TTGX 255946	